

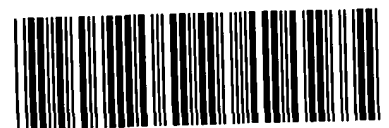
Registration number: 05792607

Bakkavor (Acquisitions) Limited

Annual Report and Financial Statements

for the Period from 1 January 2017 to 30 December 2017

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Bakkavor (Acquisitions) Limited

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Bakkavor (Acquisitions) Limited

Company Information

Director A Gudmundsson

Company secretary S Witham

Registered office Fitzroy Place 5th Floor
8 Mortimer Street
London
W1T 3JJ

Bankers Barclays Bank PLC
Multinational Corporates
One Churchill Place
London
E14 5HP

Auditor Deloitte LLP
Statutory Auditor
1 Woodborough Road
Nottingham
United Kingdom
NG1 3FG

Bakkavor (Acquisitions) Limited

Director's Report for the Period from 1 January 2017 to 30 December 2017

The Director presents his report and the audited financial statements for the 52 week period from 1 January 2017 to 30 December 2017 ('2017'). Comparatives are for the 53 week period from 27 December 2015 to 31 December 2016 ('2016').

The Director's report has been prepared in accordance with the special provisions relating to small companies under section 415A of the Companies Act 2006.

Strategic report

The Company has taken advantage of the exemption in section 414B of the Companies Act 2006 (Strategic Report and Director's Report) Regulations 2013 from preparing a strategic report, on the basis that it would be entitled to prepare financial statements for the year in accordance with the small companies regime but for being a member of an ineligible group.

Principal activity

The principal activity of Bakkavor (Acquisitions) Limited (the 'Company') is that of a holding company that operates within the Bakkavor Group plc (the 'Group') and is a 100% owned subsidiary of Bakkavor (London) Limited.

Going concern

The Director in his detailed consideration of going concern, has reviewed the Company's future cash forecasts up to September 2019, which he believes are based on prudent market data and past experience. The Director has considered the Company's cash reserves and its access to the Group's financing arrangements. At the date of this report the Group has complied in all respects with the terms of its borrowing agreements, including its financial covenants, and forecasts to continue to do so.

Consequently, the Director considers that the Company has adequate resources to meet its liabilities as they fall due for a period of at least 12 months from the date of approval of the financial statements. For this reason, he continues to adopt the going concern basis in preparing the financial statements.

Director of the company

The Director, who held office during the period and up to the date of signing, was as follows:

A Gudmundsson

Financial instrument risks

Credit risk

Credit risk refers to the risk of financial loss to the Company, if a counterparty, defaults on its contractual obligations of the loans and receivables at amortised cost held in the Balance Sheet. The Company's credit risk is attributable to amounts receivable from other group companies which are considered fully recoverable.

Future developments

The Director is satisfied with the results and achievements and he believes that the future prospects of the Company are sound.

Director's indemnities

The Company has made qualifying third party indemnity provisions for the benefit of the Director which remain in force at the date of this report.

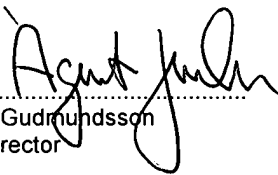
Bakkavor (Acquisitions) Limited

**Director's Report for the Period from 1 January 2017 to 30 December 2017
(continued)**

Disclosure of information to the auditor

The Director has taken steps that he ought to have taken as a Director in order to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information. The Director confirms that there is no relevant information that he knows of and of which he knows the auditor is unaware. This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Approved by the Board on 20 September 2018 and signed on its behalf by:


.....
A Gudmundsson
Director

Bakkavor (Acquisitions) Limited

Director's Responsibilities Statement

The Director is responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Director to prepare financial statements for each financial year. Under that law the Director has elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under Company law the Director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Director is required to:

- select suitable accounting policies and apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether FRS 101 has been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Director is responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable him to ensure that the financial statements comply with the Companies Act 2006. He is also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Bakkavor (Acquisitions) Limited

Independent Auditor's Report to the Members of Bakkavor (Acquisitions) Limited

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Bakkavor (Acquisitions) Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 30 December 2017 and of its profit for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 "Reduced Disclosure Framework; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the profit and loss account;
- the statement of changes in equity;
- the balance sheet; and
- the related notes 1 to 13.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We are required by ISAs (UK) to report in respect of the following matters where:

- the director's use of the going concern basis of accounting in preparation of the financial statements is not appropriate; or
- the director has not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of these matters.

Bakkavor (Acquisitions) Limited

Independent Auditor's Report to the Members of Bakkavor (Acquisitions) Limited (continued)

Other information

The director is responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in respect of these matters.

Responsibilities of the director

As explained more fully in the director's responsibilities statement, the director is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the director determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the director is responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the director either intends to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Bakkavor (Acquisitions) Limited

Independent Auditor's Report to the Members of Bakkavor (Acquisitions) Limited (continued)

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the director's report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the director's report has been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the director's report.

Matters on which we are required to report by exception

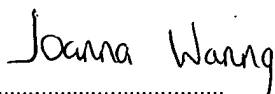
Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the director was not entitled to take advantage of the small companies' exemptions in preparing the director's report and from the requirement to prepare a strategic report.

We have nothing to report in respect of these matters.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Joanna Waring FCA (Senior Statutory Auditor)
For and on behalf of Deloitte LLP,
Statutory Auditor
Nottingham
United Kingdom

20 September 2018

Bakkavor (Acquisitions) Limited**Profit and Loss Account for the Period from 1 January 2017 to 30 December 2017**

	Note	2017 £ 000	2016 £ 000
Other interest receivable and similar income	5	<u>125</u>	<u>148</u>
Profit before tax		125	148
Tax on profit	6	<u>(23)</u>	<u>(348)</u>
Profit/(loss) for the period		<u>102</u>	<u>(200)</u>

The above results were derived from continuing operations.

The Company has no comprehensive income other than the result above and therefore no separate statement of comprehensive income is presented.

Bakkavor (Acquisitions) Limited

Statement of Changes in Equity for the Period from 1 January 2017 to 30 December 2017

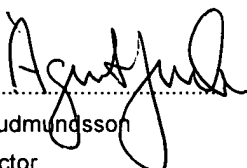
	Share capital £ 000	Share premium £ 000	Retained earnings £ 000	Total £ 000
At 27 December 2015	10	180,031	(178,359)	1,682
Loss for the period	-	-	(200)	(200)
At 31 December 2016	<u>10</u>	<u>180,031</u>	<u>(178,559)</u>	<u>1,482</u>

	Share capital £ 000	Share premium £ 000	Retained earnings £ 000	Total £ 000
At 1 January 2017	10	180,031	(178,559)	1,482
Profit for the period	-	-	102	102
At 30 December 2017	<u>10</u>	<u>180,031</u>	<u>(178,457)</u>	<u>1,584</u>

Bakkavor (Acquisitions) Limited**(Registration number: 05792607)****Balance Sheet as at 30 December 2017**

		30 December 2017 £ 000	31 December 2016 £ 000
	Note		
Fixed assets			
Investments	7	-	-
Current assets			
Debtors	8	1,608	1,513
Creditors: Amounts falling due within one year	9	<u>(24)</u>	<u>(31)</u>
Net current assets		<u>1,584</u>	<u>1,482</u>
Total assets less current liabilities		<u>1,584</u>	<u>1,482</u>
Net assets		<u>1,584</u>	<u>1,482</u>
Capital and reserves			
Called up share capital	10	10	10
Share premium reserve	10	180,031	180,031
Profit and loss account		<u>(178,457)</u>	<u>(178,559)</u>
Shareholders' funds		<u>1,584</u>	<u>1,482</u>

Approved by the Director on 20 September 2018


.....
A Gudmundsson
Director

Bakkavor (Acquisitions) Limited

Notes to the Financial Statements for the Period from 1 January 2017 to 30 December 2017

1 General information

The Company is a private company limited by share capital incorporated and registered in England and Wales. Details of the Company's registered office can be found on page 1.

The principal activity of the Company is that of a holding company that operates within the Bakkavor Group plc (the 'Group') and is a 100% owned subsidiary of Bakkavor (London) Limited.

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

Basis of preparation

These financial statements were prepared in accordance with Financial Reporting Standard 101, Reduced Disclosure Framework. As permitted under section 390 (3) of the Companies Act 2006, the Company has taken the option to end its financial period on the Saturday nearest to 31 December, as this is not more than 7 days after or before the end of the period dated 31 December.

The financial statements have been prepared on the historical cost basis and are presented in the currency of the primary economic environment in which the Company operates. For the purpose of the financial statements, the results and financial position are expressed in Pounds Sterling, which is the functional currency of the Company.

Summary of disclosure exemptions

As permitted by Financial Reporting Standard 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to financial instruments, capital management, presentation of comparative information in respect of certain assets, presentation of a cash-flow statement, standards not yet effective, impairment of assets and related party transactions. Where relevant, equivalent disclosures have been given in the group financial statements of Bakkavor Group plc. The group financial statements of Bakkavor Group plc are available to the public and can be obtained as set out in the parent and ultimate parent undertaking note.

Going concern

The Director has reviewed the historical trading performance of the Company and the forecasts through to September 2019, to assess the level of finance required by the Company. The going concern basis has been adopted in preparing these financial statements, refer to the Director's Report for the Director's consideration of going concern.

Bakkavor (Acquisitions) Limited

Notes to the Financial Statements for the Period from 1 January 2017 to 30 December 2017 (continued)

2 Accounting policies (continued)

Exemption from preparing group accounts

The financial statements contain information about Bakkavor (Acquisitions) Limited as an individual company and do not contain consolidated financial information as the parent of a group.

The company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of, Bakkavor Group plc, a company incorporated in the United Kingdom.

Changes in accounting policy

New standards, interpretations and amendments effective

The following have been applied for the first time from 1 January 2017 and have had no effect on the financial statements:

IAS 7 - Disclosure initiative

IAS 12 - Recognition of deferred tax assets for unrealised losses

Finance income policy

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

Tax

The tax expense for the period comprises current tax. Tax is recognised in profit or loss, except that an amount attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company operates and generates taxable income.

Where the Company transfers tax losses to another member of the group, the entity obtains an amount of compensation from the respective group member ('group relief payments') and vice versa. Such payments are treated as if they were income taxes to the extent that the intragroup payment is for an amount of tax that would otherwise have been paid by the paying company. If the compensation amount differs, the difference is treated as a distribution or a capital contribution as applicable.

Investments

Investments in subsidiaries are included at cost less provision for impairment where necessary.

Share capital

Ordinary shares are classified as equity.

Bakkavor (Acquisitions) Limited

Notes to the Financial Statements for the Period from 1 January 2017 to 30 December 2017 (continued)

2 Accounting policies (continued)

Contingent liabilities

A contingent liability is a possible obligation that arises from past events and the existence of which will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or the amount of the obligation cannot be measured reliably. A contingent liability is not recognised but it is disclosed in the notes to the financial statements. When an outflow becomes probable, it is recognised as a provision.

Financial assets and liabilities

Classification

Financial assets held by the Company are classified as 'loans and receivables'. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Financial liabilities held by the Company are classified as other financial liabilities. The classification is according to the substance of the contractual arrangements entered into.

Recognition and measurement

Financial assets are initially measured at fair value, plus transaction costs.

Financial liabilities are initially measured at fair value, net of transaction costs. Other financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

Impairment

Financial assets are assessed for indicators of impairment at each Balance sheet date and are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the asset have been affected.

3 Critical accounting judgements and key sources of estimation uncertainty

There are no significant areas where critical accounting judgements or key sources of estimation uncertainty have been applied in the compilation of these financial statements.

Bakkavor (Acquisitions) Limited

Notes to the Financial Statements for the Period from 1 January 2017 to 30 December 2017 (continued)

4 Directors, Employees and auditor remuneration

The Director has received no emoluments for their services to the Company in either financial period presented and were paid through Bakkavor Foods Limited. The Director is considered to be the key management personnel of the Company.

The Company had no employees for the period ended 30 December 2017 (2016: nil).

Fees of £5,000 (2016: £5,000) payable to the Company's auditor in respect of the statutory audit of the Company's financial statements for the period ended 30 December 2017 have been borne by Bakkavor Foods Limited.

No non-audit fees were charged to the Company for the period ended 30 December 2017 (2016: £nil).

5 Other interest receivable and similar income

	2017	2016
	£ 000	£ 000
Interest income	<u>125</u>	<u>148</u>

6 Taxation

Tax charged in the profit and loss account

	2017	2016
	£ 000	£ 000
Current taxation		
Prior year adjustment	(1)	318
Group relief	<u>24</u>	<u>30</u>
	<u>23</u>	<u>348</u>

Corporation tax is calculated at 19.25% (2016: 20%) of the estimated result for the period. The tax for the period is reconciled to the profit and loss account as follows:

	2017	2016
	£ 000	£ 000
Profit before tax	<u>125</u>	<u>148</u>
Corporation tax at standard rate	24	30
Prior year adjustment	<u>(1)</u>	<u>318</u>
Total tax charge	<u>23</u>	<u>348</u>

The UK corporation tax rate reduced from 20% to 19% from 1 April 2017. In accordance with the Finance Act 2016, the UK corporation tax rate will reduce to 17% in 2020.

Bakkavor (Acquisitions) Limited

Notes to the Financial Statements for the Period from 1 January 2017 to 30 December 2017 (continued)

7 Investments in subsidiary

Details of the subsidiary as at 30 December 2017 are as follows:

Name of subsidiary	Principal activity	Registered office	Proportion of ownership interest and voting rights held	
			2017	2016
Bakkavor (Jersey) Limited	Dormant holding company	47 Esplanade, St Helier, Jersey, JE1 0BD. Jersey.	100%	100%

Held at nil as cost is less than £500.

8 Debtors

	2017	2016
	£ 000	£ 000
Amounts due from related parties	<u>1,608</u>	<u>1,513</u>

Amounts due from related parties are unsecured, are non interest-bearing and are repayable on demand.

9 Creditors: Amounts falling due within one year

	2017	2016
	£ 000	£ 000
Amounts due to related parties	24	30
Corporation tax liability	<u>-</u>	<u>1</u>
	<u>24</u>	<u>31</u>

Amounts due to related parties are unsecured, are non interest-bearing and are repayable on demand.

Bakkavor (Acquisitions) Limited

Notes to the Financial Statements for the Period from 1 January 2017 to 30 December 2017 (continued)

10 Share capital

Allotted, called up and fully paid shares

	30 December 2017		31 December 2016	
	No.	£	No.	£
Ordinary Shares of £1 each	10,002	10,002	10,002	10,002

Share Premium

The share premium account represent amounts received by the Company over and above the nominal value of shares issued.

11 Contingent liabilities

As at the 30 December 2017, there were no legal claims or potential claims against the Company (2016: £nil) and therefore no provision is considered necessary in the financial statements.

The Company, along with certain other group companies, is a guarantor of the Group's debt facilities. The total amount of Group debt facilities that this relates to is £447.5 million (2016: £205 million).

12 Non adjusting events after the financial period

There are no significant events after the balance sheet date to report.

13 Parent and ultimate parent undertaking

The company's immediate parent is Bakkavor (London) Limited.

The ultimate parent is Bakkavor Group plc, a company registered in the United Kingdom.

The most senior parent entity producing publicly available financial statements is Bakkavor Group plc. The smallest group into which the accounts are consolidated is Bakkavor Finance (2) plc. These financial statements are available upon request from Fitzroy Place, 5th Floor, 8 Mortimer Street, London, W1T 3JJ, United Kingdom.

The ultimate controlling party is Bakkavor Group plc.